

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JAY SCHIFF,

Plaintiff,

v.

ZM EQUITY PARTNERS, LLC, CENTRE
LANE PARTNERS, LLC, QUINN MORGAN,
10TH LANE PARTNERS, LP, and JOHN DOE
SUCCESSOR whose identity is unknown,

Defendants.

Civil Action No. 1:19-cv-04735-WHP-KHP

ECF Case

ORAL ARGUMENT REQUESTED

**DECLARATION OF REBECCA BRAZZANO
IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS
PLAINTIFF'S AMENDED VERIFIED COMPLAINT**

I, Rebecca Brazzano, declare as follows under penalty of perjury that the following is true and correct:

1. I am a partner at the law firm of Thompson Hine LLP, counsel for ZM EQUITY PARTNERS, LLC, CENTRE LANE PARTNERS, LLC, QUINN MORGAN, and 10TH LANE PARTNERS, LP (collectively "Defendants").
2. I have knowledge of all facts set forth in this Declaration based upon my own personal knowledge and am competent to testify to them.
3. I submit this declaration in support of the Defendants Motion to Dismiss plaintiff Jay Schiff's ("Plaintiff" or "Schiff") Amended Verified Complaint ("Amended Complaint", Dkt. 47). A true and correct copy of the Amended Company is Exhibit A hereto.
4. As detailed in the Memorandum of Law filed herewith, Plaintiff's Amended Complaint fails to remedy the errors identified in my correspondence to the Court dated May 29, 2019 (ECF No. 16, a true and correct copy of my May 29, 2019 correspondence to Judge

Pauley is Exhibit B hereto), nor does the Amended Complaint address the Court's guidance provided at the September 18, 2019 conference held before this Court. A true and correct copy of the transcript from the September 18, 2019 conference is Exhibit C hereto.

5. Based upon a computer generated compare of the Complaint against the Amended Complaint, the sum total of Plaintiff's substantive revision are as follows: "10th Lane Partners, LLC" changed to "10th Lane Partners LP" (Caption; ¶ 22); Members and partners of the entity defendants are identified, based on Defendants Notice of Removal. (¶¶ 19-23); new allegation that ZM Equity was wound up in contravention of the Delaware LLC Act. (¶ 20); Successor liability alleged against 10th Lane Partners, based on representations made by Defendants' counsel. (¶¶ 111, 159); and "John Doe Successor" – a potential unknown successor entity to ZM Equity, is added as a defendant in case ZM Equity's successor is something other than Centre Lane or 10th Lane Partners. (Caption; ¶¶ 24, 111, 160).

6. For all of the reasons set forth in the accompanying Memorandum of Law, the Amended Complaint should be dismissed.

Dated: November 21, 2019
New York, New York

/s/Rebecca Brazzano
Rebecca Brazzano